

Amtrak

December 30, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

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DEC 30 1991 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

Dec 30 1 00 PM '91
MOTOR OPERATING UNIT

Dear Mr. Strickland:

I have enclosed three originals of the documents described below to be recorded pursuant to Section 11301 of Title 49 of the United States Code. These documents are:

1. Lease of Railroad Equipment dated as of December 15, 1991, a primary document which includes the Lease Supplement No. 1 dated as of December 30, 1991. ¹⁷⁶⁴⁹

2. Lessee Security Agreement (Mortgage) dated as of December 15, 1991 a primary document which includes the Lessee Security Agreement Supplement No. 1 dated as of December 30, 1991. ^B

3. Sublease of Railroad Equipment dated as of December 15, 1991, a primary document which includes the Sublease Supplement No. 1 dated as of December 30, 1991. ^A

4. Trust Indenture and Security Agreement (Mortgage) ("Trust Indenture") dated as of December 15, 1991, a primary document which includes the Indenture Supplement Nos. 1 and 2 dated as of December 30, 1991. ^F

5. FRA Subordinated Security Agreement dated as of December 15, 1991, a primary document. ^I

6. Cure Rights Agreement dated as of December 15, 1991, a primary document. ^J

Amtrak requests that all of the documents listed herein be filed under the same recordation number.

The parties to the above-listed documents include the following:

1, 2 and 3. The Lease of Railroad Equipment, the Lessee Security Agreement (Mortgage), Sublease of Railroad Equipment, and Supplements No. 1 thereto: Amtrak as, respectively, lessor, mortgagor, and sublessee; Ameritrust Company National Association ("Owner Trustee"), as, respectively, lessee, mortgagee, and sublessor.

4. The Trust Indenture and Supplement Nos. 1 and 2 thereto: Owner Trustee as mortgagor and State Street Bank and Trust Company of Connecticut, National Association ("Indenture Trustee") as mortgagee. Amtrak is a consenting party to the Trust Indenture.

5. The FRA Subordinated Security Agreement: Amtrak as mortgagor and the Federal Railroad Administrator as mortgagee.

6. The Cure Rights Agreement: Owner Trustee as sublessor and mortgagee, and Indenture Trustee as mortgagee.

The addresses of the parties are:

Ameritrust Company National Association
900 Euclid Avenue
Legal Department, P-13
Cleveland, Ohio 44101-1477

State Street Bank and Trust Company
of Connecticut, National Association
750 Main Street
Suite 1114
Hartford, Connecticut 06103

Federal Railroad Administrator
Federal Railroad Administration
400 Seventh Street, S.W.
Washington, D.C. 20590

National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002
Attention: Corporate Secretary

The railway equipment covered by the primary documents listed above consists of up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

A fee of \$96 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person delivering same stamped with the appropriate recordation number.

Short summaries of the documents to appear in the index follow:

1. Lease of Railroad Equipment between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee and lessee and National Railroad Passenger Corporation, 60 Massachusetts Avenue,

N.E., Washington, D.C. 20002 ("Amtrak"), as lessor, dated December 15, 1991, and Supplement No. 1 thereto dated as of December 30, 1991. The Lease covers up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

2. Lessee Security Agreement (Mortgage) between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee and mortgagee and National Railroad Passenger Corporation, 60 Massachusetts Avenue, N.E., Washington, D.C. 20002 ("Amtrak"), as mortgagor, dated as of December 15, 1991 and Supplement No. 1 thereto dated as of December 30, 1991. The Lessee Security Agreement (Mortgage) covers up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

3. Sublease of Railroad Equipment between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee and sublessor and National Railroad Passenger Corporation, 60 Massachusetts Avenue, N.E., Washington, D.C. 20002 ("Amtrak"), as sublessee, dated as of December 15, 1991 and Supplement No. 1 thereto dated as of December 30, 1991. The Sublease covers up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

4. Trust Indenture and Security Agreement (Mortgage) between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee and mortgagor, and State Street Bank and Trust Company of Connecticut, National Association, 750 Main Street, Suite 1114, Hartford, Connecticut 06103, as indenture trustee and mortgagee, dated as of December 15, 1991, and Supplement Nos. 1 and 2 dated as of December 30, 1991. The Trust Indenture covers up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing National Railroad Passenger Corporation ("Amtrak") road numbers 500 and 503 to 519, inclusive.

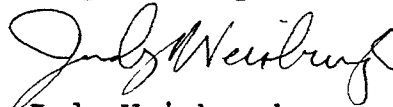
5. Subordinated Security Agreement between National Railroad Passenger Corporation, 60 Massachusetts Avenue, N.E., Washington, D.C. 20002 ("Amtrak"), as mortgagor and the Federal Railroad Administrator, Federal Railroad Administration, 400 Seventh Street, S.W., Washington, D.C. 20590, as mortgagee, dated as of December 15, 1991 and covering up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

6. Cure Rights Agreement between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee, sublessor, and mortgagee, and State Street Bank and Trust Company of

Connecticut, National Association, 750 Main Street, Suite 1114, Hartford, Connecticut 06103 as indenture trustee and mortgagee, dated as of December 15, 1991, and covering up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing National Railroad Passenger Corporation ("Amtrak") road numbers 500 and 503 to 519, inclusive.

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Judy Weisburgh".

Judy Weisburgh
Associate General Counsel

Enclosures

INDENTURE SUPPLEMENT NO. 2

17649-4
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FILED 1400
INTERSTATE COMMERCE COMMISSION

THIS INDENTURE SUPPLEMENT NO. 2 dated as of December 30, 1991 between AMERITRUST COMPANY NATIONAL ASSOCIATION, a national banking association having its principal office and chief place of business at 900 Euclid Avenue, Cleveland, Ohio 44101-1477, not in its individual capacity but solely as Owner Trustee under the Trust Agreement and STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, A NATIONAL BANKING ASSOCIATION, having its corporate trust office at 750 Main Street, Suite 1114, Hartford, Connecticut 06103, not in its individual capacity but solely as Indenture Trustee, except as expressly provided herein (herein, together with its successors and assigns permitted under the Indenture referred to below, called the "Indenture Trustee").

W I T N E S S E T H :

WHEREAS, Amtrak, Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (Mortgage) dated as of December 15, 1991 (the "Indenture"; the capitalized terms used and not otherwise defined herein and defined, either directly or by cross-reference, in the Indenture being used herein with the respective meanings assigned thereto in the Indenture), which Indenture provides for the execution and delivery from time to time of Indenture Supplements substantially in the form hereof for the purpose of describing and subjecting the Trust Indenture Estate (Owner Trustee) to the Lien of the Indenture;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the parties hereto hereby agree as follows:

1. Owner Trustee confirms to Indenture Trustee that, effective on the date hereof, the Trust Indenture Estate (Owner Trustee) shall be deemed subject to the Lien of the Indenture and agrees that without limiting the foregoing Owner Trustee's rights with respect to the Units described in the Annex hereto, and the interests therein of Owner Trustee under the Operative Documents, are deemed included in the Trust Indenture Estate (Owner Trustee) and subjected to the Lien of the Indenture.

2. This Indenture Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed by their respective officers thereunto duly authorized.

AMERITRUST COMPANY, NATIONAL
ASSOCIATION,
not in its individual capacity but
solely as Owner Trustee

By: Stephen M. Carta
Name: Stephen M. Carta
Title: Assistant Secretary

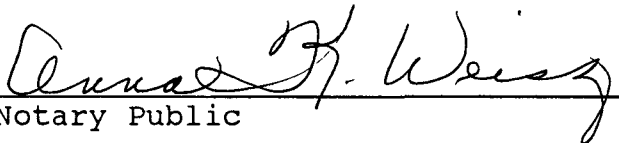
STATE STREET BANK AND TRUST COMPANY OF
CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity but
solely as Indenture Trustee, except
as expressly provided herein

By: Mary Lee Storrs
Name: Mary Lee Storrs
Title: Assistant Vice President

[SIGNATURE PAGE]

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 19th day of December, 1991, before me personally appeared Stephen M. Carta, to me personally known, who, being by me duly sworn, says that he/she is the Assistant Secretary of AMERITRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, in said instrument, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.

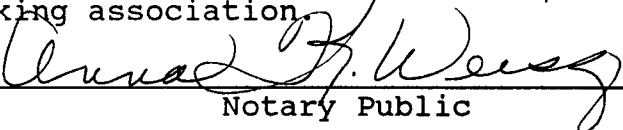

Notary Public

My commission expires

ANNA K. WEISZ
Notary Public, State of New York
No. 034211555
Qualified in Bronx County
Certificate Filed in New York
County Clerk's Office
Commission Expires November 30, 1993

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 19th day of December, 1991, before me personally appeared Mary Lee Storrs, to me personally known, who, being by me duly sworn, says that he/she is a Assistant Vice President of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, a national banking association, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.


Notary Public

My commission expires

ANNA K. WEISZ
Notary Public, State of New York
No. 03-4211565
Qualified in Bronx County
Certificate Filed in New York
County Clerk's Office
Commission Expires November 30, 1993

ANNEX TO INDENTURE SUPPLEMENT NO. 2

DESCRIPTION OF UNITS

<u>EQUIPMENT TYPE</u>	<u>NUMBER</u>	<u>AMTRAK EQUIPMENT NUMBER</u>
GENERAL ELECTRIC DASH 8-32 BWH LOCOMOTIVE	18	500, AND 503 THROUGH 519 INCLUSIVE